

**81ST ANNUAL MEMBERSHIP MEETING
OF
BLUEBONNET ELECTRIC COOPERATIVE, INC.**

May 11, 2021

The Annual Membership Meeting of Bluebonnet Electric Cooperative, Inc. was held on Tuesday, May 11, 2021, at 1:30 p.m. at The Silos on 77, Giddings, Texas, with Members invited for registration via a drive-through event, and Board Members and Executive Staff conducting an in-person meeting inside The Silos facilities without Members present in compliance with the Cooperative's Bylaws and the guidelines issued by county, state and/or federal government for public safety and health during the continuing COVID-19 pandemic.

Board members present were:

Ben Flencher, President
Roderick Emanuel, Vice President
Robert Mikeska, Secretary-Treasurer
Byron Balke, Assistant Secretary-Treasurer
Shana Whiteley
Russell Jurk
Bryan Bracewell
Milton Shaw
Debbi Goertz

Also present for the meeting were:

Matt Bentke, General Manager and Chief Executive Officer
Sarah Newman-Altamirano, General Counsel
Grant Gutierrez, Chief Financial Officer
Eric Kocian, Chief Engineer and System Operations Officer
Rachel Ellis, Chief Administrative Officer
Will Holford, Manager of Public Affairs
Johnny Sanders, Manager of Community and Development Services

General Counsel Sarah E. Newman-Altamirano certified that 6,658 proxies were registered with the Cooperative of which 5,988 were assigned to the Proxy Committee, 660 were assigned to a Director of Bluebonnet Electric Cooperative, Inc., and two (2) were assigned to Bluebonnet employees present at the meeting.

President Ben Flencher, presiding as Chairman, called the meeting to order at 1:30 p.m. and the Lord's Prayer was prayed in unison.

Chairman Flencher opened by noting that this year's Annual Meeting is being held in a different format to follow the guidelines issued by local, state and national authorities and in the interest of protecting Bluebonnet members, directors and employees in response to the continuing COVID-19 pandemic. He expressed his gratitude for the Board and staff adapting the meeting to an in-person meeting of the Board and executive staff and the drive-through event for its members, embracing Bluebonnet's members' and employees' safety and health.

Chairman Flencher congratulated Shana Whiteley and Bryan Bracewell on their re-election. Chairman Flencher then discussed important procedures put in place under the conditions presented by the COVID-19 pandemic, the proxy process and Bluebonnet's successes over the past year.

Secretary-Treasurer Robert Mikeska certified that the Annual Meeting Notice was published in the May 2021 issue of the Texas Co-op Power and mailed to all members on April 28, 2021, giving notice of the drive-through event in adherence to guidelines issued by local, state and national authorities and for the safety and health of Bluebonnet's members and employees in response to the continuing COVID-19 pandemic; the total number of members on the date of the Annual Meeting was 83,815, the total number of non-member consumers on the date of the Annual Meeting was none, there were 6,658 members in attendance by proxy, which number constitutes a quorum, and thereby officially opens this meeting to transact such business as outlined in the notice.

Secretary Mikeska reported that the Special Committee of the Board, consisting of members of the Board's Executive Committee, met on June 23, 2020 to review the minutes of the May 12, 2020 annual meeting, and during the Regular Meeting of the Board of Directors on June 23, 2020, the Special Committee recommended approval of the Annual Meeting Minutes, which were subsequently approved. Secretary-Treasurer Mikeska requested that Chairman Flencher request a motion to waive reading of the minutes and ratify the Board's approval of the minutes.

Chairman Flencher requested a motion to waive reading of the minutes and ratify the actions of the Special Committee and the Board for approving the minutes of the May 12, 2020, Annual Meeting.

Motion was made and seconded to waive reading of the minutes and to ratify the actions of the Special Committee and the Board for approving the minutes of the May 12, 2020, Annual Meeting. The motion carried.

CEO Matt Bentke announced that there is no Unfinished Business or New Business and invited questions from the Directors, to which he responded to their satisfaction.

General Counsel Sarah E. Newman-Altamirano, announced the two incumbent directors nominated for re-election were uncontested and were elected by general consent pursuant to Article II, Section 6 of the Bylaws of the Cooperative:

- Bryan Bracewell, District 3, Bastrop County
- Shana Whiteley, District 2, Travis County

There being no further business, Chairman Flencher directed the Board to the drive-through Annual Meeting event and asked for a motion to adjourn at the conclusion of the drive-through event at 3:30 p.m..

WITNESS THIS OUR SIGNATURES on this 22 day of June, 2021.

Robert Mikeska
Robert Mikeska, Secretary

APPROVED:

Ben Flencher
Ben Flencher, President